

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually
and on behalf of all others similarly
situated,

Plaintiff,

v.

RIOT BLOCKCHAIN, INC. F/K/A,
BIOPTIX, INC., JOHN O'ROURKE,
and JEFFREY G. McGONEGAL,

Defendants.

Civil No. 3:18-CV-02293(FLW)(ZNQ)

MOTION DATE: May 3, 2021

**DECLARATION OF DANIEL SCOTT CARLTON IN SUPPORT OF THE
RIOT BLOCKCHAIN DEFENDANTS' MOTIONS TO DISMISS THE
CONSOLIDATED SECOND AMENDED CLASS ACTION COMPLAINT
FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS**

THOMAS A. ZACCARO
thomaszaccaro@paulhastings.com
D. SCOTT CARLTON
scottcarlton@paulhastings.com
PAUL HASTINGS LLP
515 South Flower Street, 25th Floor
Los Angeles, California 90071-2228
Telephone: 1(213) 683-6000
Facsimile: 1(213) 627-0705

CHAD J. PETERMAN
chadpeterman@paulhastings.com
PAUL HASTINGS LLP
200 Park Avenue
New York, NY 10166
Telephone: 1(212) 318-6000
Facsimile: 1(212) 319-4090

Attorneys for Defendants
RIOT BLOCKCHAIN, INC., JOHN O'ROURKE, AND MICHAEL BEEGHLEY

DECLARATION OF DANIEL SCOTT CARLTON

I, Daniel Scott Carlton, declare and state as follows:

1. I am an attorney duly admitted to practice in the State of California and to appear before this Court *pro hac vice*. I am a partner at the firm of Paul Hastings LLP, counsel of record for Defendants Riot Blockchain, Inc. (“Riot”), John O’Rourke (“O’Rourke”), and Michael Beeghley (“Beeghley”) (O’Rourke and Beeghley are collectively referred to herein as the “Individual Defendants”) (Riot and the Individual Defendants are collectively referred to herein as the “Riot Blockchain Defendants”) in the above-captioned matters. I make this declaration in support of the Riot’s Motion to Dismiss the Consolidated Second Amended Class Action Complaint for Violations of the Federal Securities Laws (Dkt. No. 188) and in support of the Individual Defendants’ Motion to Dismiss the Consolidated Second Amended Class Action Complaint for Violations of the Federal Securities Laws (Dkt. No. 188). I have personal knowledge of the facts stated herein and, if called upon to testify under oath, I could and would testify competently thereto.

2. Attached hereto as Exhibit “A” is a true and correct copy of Riot’s October 4, 2017 Form 8-K, and Exhibit 99.1 attached thereto, filed with the SEC.

3. Attached hereto as Exhibit “B” are relevant excerpts from a true and correct copy of Bioptix, Inc.’s March 16, 2017 Form 8-K, and Exhibit 10.1 attached thereto, filed with the SEC.

4. Attached hereto as Exhibit “C” are relevant excerpts from a true and correct copy of Bioptix’s July 19, 2017 Form S-3 (Amendment No. 1) filed with the SEC.

5. Attached hereto as Exhibit “D” is a true and correct copy of Bioptix, Inc.’s March 22, 2017 Form D filed with the SEC.

6. Attached hereto as Exhibit “E” are relevant excerpts from a true and correct copy of Riot’s Form 10-K for the fiscal year ending on December 31, 2017 filed with the SEC.

7. Attached hereto as Exhibit “F” are relevant excerpts from a true and correct copy of Riot’s May 25, 2018 Form 8-K/A and Exhibit 10.1 attached thereto filed with the SEC.

8. Attached hereto as Exhibit “G” are relevant excerpts from a true and correct copy of Riot’s December 19, 2017 Form 8-K and Exhibit 10.1 attached thereto filed with the SEC.

9. Attached hereto as Exhibit “H” is a true and correct copy of Riot’s December 27, 2017 Form D filed with the SEC.

10. Attached hereto as Exhibit "I" are relevant excerpts from a true and correct copy of Riot's Form 10-K for the fiscal year ending on December 31, 2016 filed with the SEC.

11. Attached hereto as Exhibit "J" are relevant excerpts from a true and correct copy of Riot's Form 10-Q for the quarterly period ending on September 30, 2017 filed with the SEC.

12. Attached hereto as Exhibit "K" are relevant excerpts from a true and correct copy of Riot's Form DEF 14A filed on December 12, 2017 with the SEC.

13. Attached hereto as Exhibit "L" is a true and correct copy of Riot's February 3, 2020 Form 8-K, and Exhibit 99.1 attached thereto, filed with the SEC.

14. Attached hereto as Exhibit "M" is a true and correct copy of Riot's historical stock prices from March 15, 2017 until September 10, 2018, which were compiled from the Yahoo! Finance Website by Paul Hastings LLP.

15. Attached hereto as Exhibit "N" is a true and correct copy of the December 11, 2017 *Seeking Alpha* article titled "Riot Blockchain: Sudden Business Pivot, Suspicious Acquisitions, Questionable Special Dividend," available at <https://seekingalpha.com/article/4131031-riot-blockchain-sudden-business-pivot-suspicious-acquisitions-questionable-special-dividend>.

16. Attached hereto as Exhibit "O" is a true and correct copy of Riot's historical stock prices from February 1, 2021 until February 5, 2021, which were compiled from the Yahoo! Finance Website by Paul Hastings LLP.

17. Attached hereto as Exhibit "P" is a true and correct copy of the SEC's Litigation Release No. 24765, dated March 11, 2020, available at <https://www.sec.gov/litigation/litreleases/2020/lr24765.htm>.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration is executed on the 8th day of February 2021, at Glendale, California.

/s/ Daniel Scott Carlton

Daniel Scott Carlton